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SURFACE TRANSPORTATION BOARD

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OF COUNSEL
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March 10, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Notice of Partial Termination of Lease, dated as of March 9, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement which was previously filed with the Commission under Recordation Number 19586.

The name and address of the party to the enclosed document are:

Lessor: Wilmington Trust Company, not in its individual
capacity but solely as Owner Trustee
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

[Lessee: Suburban Propane
One Suburban Plaza
240 Route 10 West
P.O. Box 206
Whippany, NJ 07981-0206]

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document is:

101 tank railcars: SPGX 151, SPGX 153, SPGX 167, SPGX 200 – SPGX 215, SPGX 217 – SPGX 281 and SPGX 283 – SPGX 299.

A short summary of the document to appear in the index is:

Notice of Partial Termination of Lease.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Edward M. Luria".

Edward M. Luria

RWA/anm
Enclosures

MAR 10 '06

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NOTICE OF PARTIAL TERMINATION OF LEASE

SURFACE TRANSPORTATION BOARD

The undersigned, Wilmington Trust Company, not in its individual capacity, but solely in its capacity as Owner-Trustee ("Lessor"), publishes this notice of partial termination of Lease to Schedule 801 and Schedule 802 to the Master Equipment Lease Agreement No. 7743958, dated as of June 30, 1995, as subsequently amended or modified (the "Lease"), between Wilmington Trust Company, Lessor and Suburban Propane, L.P.

The Lease was originally filed with the Interstate Commerce Commission (now the Surface Transportation Board) on September 1, 1995 under Recordation Number 19586 (with Quantum Chemical Corporation as the original Lessee). Wilmington Trust Company hereby terminates, releases and discharges its interest in the following railcars as more further described on Schedule A attached hereto and made a part hereof.

This Partial Termination of Lease shall not impair or terminate the rights and obligations of the parties under the Lease with respect to the remaining railroad equipment covered by said Lease, as to which the Lease remains in full force and effect.

This Partial Termination of Lease has been executed by Wilmington Trust Company, not in its individual capacity but solely as Owner-Trustee under the PBG Equipment Trust Agreement, dated as of November 1, 1997, between the Owner-Trustee and PBG Capital Partners L.L.C. (the "Trust Agreement"), and in no event shall Wilmington Trust Company in its individual capacity or as Owner-Trustee have any liability for the representations, warranties, covenants, agreements or other obligations of the other parties hereunder or in any of the other documents executed and delivered pursuant hereto, as to all of which recourse shall be had solely to the Trust Estate (as defined in the Trust Agreement). For all purposes of this Partial Termination of Lease, in the performance of any duties or obligations hereunder, the Owner-Trustee shall be entitled to the benefits of the terms and provisions of the Trust Agreement.

IN WITNESS WHEREOF, Owner-Trustee has caused this instrument to be executed by its officer thereunto duly authorized this 9th day of March, 2006.

Wilmington Trust Company, not
individually but solely in its capacity as
Owner-Trustee

By: 

Name:

Dorri E. Wolhar

Title:

Financial Services Officer

STATE OF DELAWARE

COUNTY OF NEW CASTLE

On this 9TH day of MARCH, 2006, before me personally appeared DORRI E. WOLHAR, to me personally know, who being by me duly sworn, said that he/she is FINANCIAL SERVICES OFFICER of Wilmington Trust Company, that he/she is authorized to execute the foregoing instrument on behalf of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of foregoing instrument was the free act and deed of the corporation.

My commision expires:


NOTARY PUBLIC

SUSANNE M. GULA
Notary Public - State of Delaware
My Comm. Expires Nov. 21, 2007

Schedule A

DESCRIPTION OF EQUIPMENT

One Hundred One (101) 114J340W 33,600 high pressure tank railcars, manufactured between 1995 and 1996 (the "Cars"), with the Road Numbers SPGX151, SPGX153, SPGX167, SPGX200 – SPGX215, SPGX217 – SPGX281, SPGX283 – SPGX299.